

Rainbow Factory

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First published August 19, 2011



Nopony truly knows how Rainbows are made in Equestria...

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“Now a rainbow's tale isn't quite as nice

As the story we knew of sugar and spice”

There's long been rumors as to how, exactly, rainbows are made in Equestria. While a great amount of Pegasi ponies are employed in the Rainbow department of the weather factory, almost all of them do the low-end work. What's known is that great streams of Spectra, the individual colours of the rainbow, flow through large grates and into vast vats. From there, workers carefully and equally mix the spectra into the coagulated rainbow pools that dot and run through the factory and surrounding city. Next, that mixture is pumped to the floor below, where other employees atomize it and store it until the active weather Pegasi deploy it in field.

However, no one knows how individual Spectra is made. Supplies are never seen being brought in, leaving not even a clue what goes into a rainbow. Tourists, when visiting the factory, are treated to an extremely foreboding and plain wall, with massive solid doors baring entry to anypony at any

time. While most of the facility's various signs and architecture is bubbly and welcoming, the Rainbow Factory's upper floor was protected by harsh imagery of potential hazards and death, and the cloud wall was made not out of the clean white of the rest of the city, but of a black, quietly thundering fog.

To become an employee of the upper Rainbow Factory mean sacrificing any life outside those black walls. Workers are sworn to secrecy and forbidden from leaving, and live inside the facility itself. Those few who ever managed to make it out not in a body bag were twisted and disturbed, too damaged to ever bring themselves to talk about it. A lot of theories were proposed; Dark magic from captured unicorns, chemicals and environmental hazards that no sane pony would tolerate, and even thoughts of another unknown sister of Celestia's, destined to create the Spectra instead of raise a sun or moon.

None of them could be farther than the truth.

"But a rainbow's easy once you get to know it

With the help of the magic of a pegasus device"

"C'mon, Orion! We're gonna be late for our final test!" Scootaloo called to a friend of hers. She was older, now, in her last year of flight school. She, like all other pegasus in the school, was terribly nervous of the final test. Those that passed were granted freedom into the world, to find their cutie marks if they haven't yet, and become working ponies.

A little known, or at least little thought-about fact, was of what happened to the fillies that failed their test. While uncommon, one or two from every class generally didn't have it in them to perform the rigorous acts and maneuvers. Those that failed their tests were looked down upon in the worst of ways, shunned, and hated. Cloudsdale had always bred a form of nationalism amongst its occupants. If you weren't the best, or didn't show the potential of being the greatest, you weren't allowed to be part of the 'glorious collective'.

Scootaloo moved a little to the side as Orion, a tall, yet fairly skinny pony, settled next to her. He fluffed his light brown feathers and gave a worried attempt at a smile as he stared around where he sat. They were sitting in the large open waiting room onlooking the coliseum, with all the other graduating pegasi. Just visible in the distance was The Factory. Orion glanced at it, and gulped.

"What's the matter, Orion? You afraid of getting a dead end job on the snow line?"

Orion chuckled a bit, then closed his eyes and sighed. "No.. It's just... I don't know. I don't think I can

do this. What if I fail? What if I *don't* fail, but do just bad enough to still be disliked by everyone? I

don't know if I can take being deported. Where do we even go, anyways?"

Scootaloo gave Orion a friendly punch. "No one knows, you dolt. And we're not going to fail. Everyone here is going to be fine. I know I will at least pass," she laughed. "Thanks to the tips from Rainbow Dash, I'm sure to be fine."

"Oh, yeah, sure. That reassures me. That's actually just as, if not even more reassuring, than the psychopathic hate everypony here seems to love to spread."

"Quit panicking, scaredy-wings," Scootaloo replied. "The only one here I think even might fail is that yellow pony with the dark green mane. She's the one who was out sick for that month, you know."

"Oh, yeah," Orion remembered as he craned his head in the other pony's direction. "The one who had that bad case of hoof and wing. She looks pretty confident though."

"I suppose we'll see," Scootaloo trailed, turning to look at The Factory herself. It gave her chills, not of fear, but pride. "I hope I get some cool active weather job. Can you imagine? Everyone in Ponyville or Fillydelphia staring up at me, going 'There goes Scootaloo! Such an amazing flier! And from Cloudsdale, there can be no doubt!'" She smiled in excitement, forgetting her tension for the moment.

"That would be something, I'll admit. Mind you, just coming from Cloudsdale... who wouldn't be in awe?"

"Exactly. Praise the Flock."

"Praise the Flock."

"Places, places, every pony." A massive, buff Pegasus walked towards the entrance to the coliseum. "We're going to do this by name. Your adjudicators are on the east side of the field. Do not, I repeat, DO NOT, fly too far west. If they lose sight of you for any reason, you'll be failed, immediately. Take deep breaths. Stretch your wings one last time. The test will consist of three sections. Weather clearing, Agility, and finally Recovery. Clear the clouds, fly through the hoops, and then fly to the marked elevation. Close your wings for at least three seconds. Any less and you'll fail, but keep in mind there's no 'extra points' for extra seconds. Finally, recover before you hit the cloud floor. Understood? Any questions?" The instructor paused, and carefully glanced at every single pony in the room. Everyone's eyes were completely focused on him, and none were creased with confusion. "Alright. Aurora Dawn. You're up first. Clear, Fly, Fall, Complete."

The yellow pony nodded and walked quickly up to the starting ramp with purpose. She stared at the

watching judges, waited for a nod from all three, and then took off with powerful force. The ramp bounced slightly from the force of the take-off.

Every pony watched as Aurora quickly reached the starting altitude, and then began a direct and purposeful attack on the positioned clouds. With expert timing and intelligent angles, the sky was soon empty of any moisture. Scootaloo and Orion watched with open mouths as they watched the first testee pull fast and tight turns, expertly shooting dead center through each and every hoop. Finally, Aurora pulled herself up to the proper altitude, hovered, and closed her wings.

The group of students gasped as she started plummeting, down towards the clouds, and counted breathlessly. One... Two... Three. They sighed as they watched her wings open in the correct amount of time, collectively holding that relief.

Suddenly, Aurora's wings whipped upwards, and the group of students flinched in horror as they all heard the loud, hollow SNAP, only to be suddenly replaced by an unending, piercing scream. Many, like Orion, shielded their eyes with their wings, as others like Scootaloo could only watch, terrified, as the blur of yellow, green, and red plummeted into a cloud with a dull 'thump'.

Wasting no time, the instructor walked forwards again as the three judges simply pointed down and started shuffling papers around. Speaking loudly, as if nothing had happened, he called out again. "Daisy Fields. Clear, Fly, Fall, Complete."

Scootaloo and Orion stared slack-jawed, as another pony gulped, then walked forwards onto the path and took off. They turned back to the tuft on the cloud where Aurora landed and stared. As the wind blew the fragments that were thrown up from the collision away, they saw the shivering yellow body attempt to move, only to collapse with a cry.

"Faraday Spots. Clear, Fly, Fall, Complete."

Aurora still struggled to walk, wailing with every step. Her legs weren't broken, she could use them fine, but it was obvious the pain from her wing joints and the loss of her potential life was crushing her. Scootaloo felt Orion shuffle uneasily, tears welling in his eyes as a frown formed on his face.

"Holiday Shine. Clear, Fly, Fall, Complete."

"No one's coming to help her," Orion seethed through closed teeth.

Scootaloo felt extremely sad for the yellow Pegasus, but couldn't see herself helping her. She would be failed herself and sent away, far away from Cloudsdale and any familiar place on Equestria, to a place where she and any other failed students could never stain Cloudsdale's reputation. It was a terrible shame, but Scootaloo couldn't fail herself. She couldn't fail her friends, and she definitely couldn't fail Rainbow Dash. Not after the care and help she had given her Scootaloo's whole life.

Scotaloo blinked the tears from her eyes, and forced herself to watch the competing students. One after another took off, successfully passed the test, and flew to the east gate, under the judges' spot in the stands. That's all Scotaloo focused on. Pass the test. Fly to the gate. Live a happy life.

"Orion Solstice. Clear, Fly, Fall, Complete."

"...No."

"What?" The instructor took a step back, one leg left raised in the air. "You can't just refuse your flight test. Get out there before you piss the judges off."

"No. D-Don't even pretend you care about my future if you don't care about hers," Orion defied, unsure about himself. "You say you want me to get a good life, and yet you let those that fail suffer unbearable pain."

"Get the fuck onto that field before I fail you myself," the instructor shouted menacingly.

"Fine," Orion spoke sharply, before walking onto the ramp. He stared at the Judges, waited for the individual nods, and the second they came he took off. However, long before the starting altitude, he turned sharply and landed gently next to Aurora. She turned and looked at him, blood running down her forehead and sides, and tears streamed down her face.

"Wh... What are you doing? You'll fail, like me. You'll be exiled."

"I'd rather be exiled from a place that treats ponies like this than live my life while other's don't live theirs."

Aurora smiled, happiness briefly replacing her sadness in her blackened, puffy eyes, until she stumbled again and intense pain flashed across her body. Orion leaned in close, using his wing to brace the yellow pony against himself. He stared up at the judges, beaming hate with his vision. They stared down, unaffected, and simply pointed down, before looking back towards the ramp for the next contestant.

Scotaloo stood shocked, hardly hearing her name called. She moved numbly up the ramp, never taking her eyes off her friend and the pony he sacrificed himself to help. After a brief moment, she shook her head, recovered her thoughts, and looked to the judges. Thoughts passed through her head as she watched them all nod.

Oh, Celestia. What do I do? I can't let everyone I know down... but, I'll never see Orion again... I suppose... I hope he knew that risk when he did that. I'm sure he's thinking the same right now.

She glanced at Orion. He wasn't looking at her. She took off, heartbroken. Instinct kicked in as the familiar rush of wind cooled her and blew her thoughts away. She stopped at the right altitude, and

then launched again, sensing and seeing every cloud, formulating a game plan. In a matter of a couple dozen seconds, the sky was clear. She did a quick loop in mid-flight, aiming at the first hoop. With a powerful flash of her wings, she propelled forward through the first ring. And then the second, and then the third, expertly turning and drifting. She curved in towards the second last ring,

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near the bottom of the field. As she descended, she caught sight of Orion and Aurora, almost at the west gate now. Orion turned his head, and smiled weakly.

Scotaloo's focus shattered. Orion knew what he did. He cared about her. He'd miss her, and he'd never get to say goodbye.

Scotaloo cranked into the bottom part of the ring, falling backwards several feet and hitting the ground. With a sudden intense flash of fear, she flipped herself onto her feet and began flapping her wings, levitating off the ground. Maybe that didn't count as a failure, she thought. I can still fly. There was a distraction on the field. She spun around to the judges.

Three hooves, pointed down.

Scotaloo started crying there, tears welling up and blurring her vision. This wasn't right. This shouldn't have happened. None of it. Orion should have passed his test, and cheered her on from the east gate. She shouldn't have looked at him, she should have focused on flying. But there was no room for excuses. Defeated, she slowly hovered towards Orion, and settled down next to him. She looked at him through her purple eyes. He looked back, offering a smile.

"You did a good job."

Scotaloo dropped her head and sobbed. She then walked around Orion, lifted a wing of her own, and helped Aurora walk to the west gate. Before them stood a long, unlit hall, with only a cheap sign stuck to the wall, notifying 'Test Failees' to proceed down the hall. They waited, only briefly, to gather themselves and prepare for where they would be taken, and then all stepped forward together.

"Let's delve deeper into rainbow philosophy

Far beyond that of Cloudsdale's mythology

It's easy to misjudge that floating city

With it's alluring decor and social psychology"

Against an empty carriage at the end the lonely hall were three imposing ponies, leaning in a disinterested and bored pose. One of them happened to look up as the sorry looking trio stumbled

out into the open. They were on the bottom edge of the coliseum, with the vast rolling hills and plains of Equestria visible far below.

"Hey. Boss. We got some 'dem worthless peguses," the first one called to an even bigger pony on the other side of the carriage. "I suppose it's get 'ta work time is it?"

"Cool it, hot shot. There may be more, too."

"N-no... I was the l-last student to go," Scootaloo spoke in sobs. Orion could only hang his head. "It... It's..." She paused, and then breathed deeply, determined to remain as strong as she could. "It's just us three. Aurora's wings... they're broken. She needs help."

"Ain't dat just a cryin' shame, it is. What's it to us? All da better she don't come flying back to us no more."

"We may have failed our damned test but that doesn't mean we're not worth keeping alive!" Scootaloo shouted in a flash of rage. She was determined to hold on to as much dignity as she could.

"Alright, alright, sheesh. Hey, Patches. Doctor her up before we head out. I don't want any blood on dem seats, I just washed dat thing. You otha' two. In the cart."

Orion and Scootaloo hopped into the carriage and got as comfortable as they could on the hard seats, but made sure to leave room for Aurora. As soon as the third of the large ponies finished bandaging her wings, Aurora carefully stepped onto the vehicle, and lay down on the bench at the back. Scootaloo inched closer to her, and leaned down to talk as the door to the carriage slammed shut. The Boss pony was inside the back, standing by the door, watching each of them.

"So," Scootaloo began quietly, trying not to speak too loud. "You're Aurora? I'm Scootaloo. I'm sorry we had to meet like this."

"Any meeting of a friend is a welcome meeting," Aurora spoke gently, with sincerity in her eyes. "We did our best. That's all we can say. That's all any of us can say. Who's to say that the city of the deported isn't a good one, anyways?"

The thought struck Scootaloo as she considered it. No one was ever told about where the pegasi were brought. Most ponies considered it to be some odd land, like where the Zebras hailed from. That made Scootaloo realize something even more profound.

"Hey, if where we're taken is where Zecora's from, than there's got to be a way to get back. It's not

as if we're banned from Equestria. Flutteryshy, an old friend of mine, she's a Pegasus who lives in Ponyville. She never passed flight school, she never took her test. They've never come and taken her away."

"Exactly," Aurora agreed with a nod. Orion overheard, and offered his thoughts.

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"I think the reason we're sent far away is because no pony from Cloudsdale ever wants to admit that someone who failed flight school could come from their city. What a fucking horrible place, now that I think of it. I never want to go back."

"Maybe that's why no Pegasus ever comes back. They just don't like Cloudsdale."

"You goddamn worthless ponies can hardly call yourself 'Pegasus'," Boss spoke from the door. He was swaying ever so slightly as the carriage was lifted and moved to an unknown location. "Useless failures is what you are. No pony comes back from exile. Regardless of reason. Can't even pass your goddamn test, you three make me sick."

Scotaloo jumped up from her seat, lifted herself into the air with her wings, and dove legs first at Boss. "You shut the HELL up about us, you have no right to treat others like this!"

Boss raised a hoof and backhanded Scotaloo out of the air, onto the floor. "I can treat you however I want. You hardly classify as 'Ponies' to Cloudsdale, or any of Equestria for that matter. Now sit the fuck down and shut up until you get to your destination."

"Where are we being taken, anyways? Not like we can tell anyone now, and I'm sure as the deliverers, you guys should know," Orion cautiously reasoned.

"Hell if I know. We hand this carriage off to ponies in suits, and we get a bagful of coins to keep quiet about the whole thing. It's how it's always been, for a thousand years."

The three fillies huddled together again, scared of the unknown. They kept quiet as they waited through the unbearable trip, all lost in their own thoughts. Friends, family, loved ones and pets. All will never see them again, and some would never find out why. An hour passed. And then another. Finally, the uncomfortable quiet was broken by a sudden lurch as the carriage stopped in its flight.

"Ah," Boss smiled. "There's my stop. You ponies play nice now. Have fun in wherever the hell you're sent to." The carriage door shuffled open and Boss hopped out with a gust of cold wind. It was night outside, now, with hardly any light to see at all. Scotaloo stared outside, and noticed another figure staring in. It was dressed in a black suit, its tail died an unnatural black that never occurred in nature. Its face was covered by a dark, loose fitting mask, concealing its mane. All that was visible were rose coloured eyes, staring indifferently at the three ponies inside. They stopped on Scotaloo

momentarily, unrecognizing, but she stared back. A second passed. The dark pony slammed the door shut, and the carriage took off once again.

“At least we can talk, now,” Aurora whispered in the dark.

But they had nothing to talk about.

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But with all great things comes a great responsibility

That of Cloudsdale's being weather stability

The carriage finally shuddered to a stop. The three desolate foals blinked their eyes awake, having all resolved to conserve energy for whatever came next. With a loud scraping noise, the doors shook, and then swung wide open. Several more ponies, obscured by masks and suits, were moving around the area. Scootaloo blinked against the light from what she was seeing.

They were in a cloud building. As her eyes adjusted, she noticed more details. Several of the blackened ponies were rushing around, some holding clipboards, some carrying briefcases and other important looking items on their backs. The complex was full of machinery and signs. Pipes ran along the ceiling, and a loud ‘whirr’ ran in the background, occasionally joined with other industrial sounds such as crashes and alarms. Scootaloo gasped.

“This place... the architecture... it’s all so familiar... I think we’re in the weather factory!”

Orion frowned. “That can’t be right. We were travelling for way too long. We’ve got to be far away from Equestria now, not to mention the city.”

“Actually, Scootaloo may be right,” Aurora mused. “I noticed... it was maybe the same amount of time from when we left the coliseum to the place the carriage drivers swapped, that it was from the swap place to here. But... I don’t know. I’m confused. Maybe that’s just a coincidence.”

“Welcome, mules,” A large and powerful voice commanded. Several of the suited ponies moved to make way for a deep, dark red pegasus dressed in a white lab coat. “You degenerates are probably wondering where exactly you are. Stupid fillies. You’re in Cloudsdale! The Rainbow Facility, to be correct. Allow me to show you around.”

“What’s going on here? Do you expect to use us as slaves? Because I’d rather be deported, thanks,” Scootaloo yelled. Orion and Aurora got off their seats and stood behind Scootaloo, nodding in agreement.

“Like you failures have a choice. You’ll be here for the rest of your lives! Oh, I’m sorry, where are my

manners? I am Dr. Atmosphere. My degree isn't a medical one, I shall reassure you, in case you're picturing some dreadful surgery going on behind the scenes. Strange how so many worthless pegasus get that idea. No, no, my degree is in engineering. I'm one of the Forecolts in this facility. I'm sure you've all had the tour of the lower factory, no?"

The three ponies nodded slowly, unsure of what was going on.

"Excellent! Who can tell me where the tour begins?"

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Orion spoke up, first. "Where the Spectra comes from upstairs and is mixed."

"Very good. What a pity you're utterly useless to the Flock, you could have been a smart one." Dr. Atmosphere smiled sadistically and patted Orion on the head. "But, today, we're on the upper floor. Please, follow me, and don't get too far behind, or one of my helpers will be forced to... encourage you." With that, he winked at the suited ponies.

With nods, three of them at the rear leaned forwards and jabbed each of the pegasus' with tasers, shocking them to the ground. Dr. Atmosphere whinnied in laughter as they all yelped and fell, and continued into a soft chuckle as they all stood up again.

Scootaloo blinked more tears from her eyes, and shook herself again, trying to lose the tingling in her nerves. She turned and quickly looked at each of the suited ponies, catching each of them in the eye when she could. None of them were the rose-eyed pony from the carriage. Begrudgingly, she started walked behind the red engineer.

"You simply must be careful in this department," Dr. Atmosphere began in a tone not unlike the many tour guides in the lower floors. "There's plenty of nooks and crannies and vents and vats one could fall into. One must be careful not hurt themselves. After all, you're all hopeless as it is, any more so and even we couldn't use you." He glanced behind himself maliciously as the three foals frowned in insult.

They were walking down series of halls with vibrating machines and assembly lines lining the way, occasionally ducking under low hanging wires or carefully stepping over steaming pipes. As they walked, though, the building became cooler and cooler. All three were watching, sensing, looking for any way out. They couldn't see any.

"Now, let me tell you a story. Cloudsdale is where the weather is made. Without us, the rest of Equestria would starve, freeze, drown, and generally be a not-very-happy place. That gives us a special honor, one that can't be tainted by, er, incompetent foals like you. How could the world look up and trust us if pegasi like *you* are flying around wearing the Cloudsdale name? No, no, we needed to do something with all of you. And then we got a delicious idea, one day, over a thousand

years ago. Those were some smart ponies back then, I'll say. You don't find too many of them these days. But I digress, ha ha. Here, now, through these doors, quickly now, before more encouragement is supplied." Dr. Atmosphere opened a heavy looking door in a cramped corridor, and offered a hoof inside. Scootaloo stared up at him. He glanced at a suited pony. Scootaloo and the others walked inside, as he laughed again.

"Enjoy the rest of your pitiful life."

And with that, he slammed the door closed. They all turned, and looked at the big room they had been lead too. It was fairly open and empty, almost like an theater room. At one end of the room,

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there was six square vats, each one nearly full with individual Spectra. Above them was a peculiar looking machine. From a central stack, six hoses broke off and lead above each of the individual vats. At the top of the stack was a single opening, red with rust despite the rest of the machine to be shiny and clean. Even further above that was a fairly complex looking object, with chains and gears hanging off of beams and pipes loosely. Running even higher than the whole machine was a length of scaffolding, with doors on either side leading out of the room. Down on the floor, a small collection of defeated, crying ponies sat, chatting quietly.

"Those suits, there, those are from that other flight school across town," Aurora informed, sounding shocked. "And... those other ponies, sitting over there, see? I remember a trip we went on once with Levitating Acres private school. I remember them from that trip."

"So... this is where all the failures go? Not deported, but forced to work forever?" Orion sobbed quietly. In exchanging for helping someone, he had doomed himself and his good friend to a life of servitude. Scootaloo reached a reassuring wing over, and lifted his chin. She smiled at him, understanding his depression.

"At least we don't have to go through it alone," she cooed softly.

Suddenly, there was a commotion in the group of ex-students. One pony from an unidentified school took off, headed towards one of the doors on the scaffolding. Immediately, two suited ponies launched at record speed and both clipped the fly-away with their tasers. The pony spasmed in air, and then dropped like a stone. With an audible crack as he landed, and a violent burst of twitching, all the other ponies walked back, staring horrified at their friend. They watched, hopefully, for a long time.

He didn't move.

Some cried softly, most others turned away, too far confused to feel any more emotions.

"I guess that option's out," Aurora quietly said to no one in particular.

“But, you can’t fly right now, anyways,” Orion questioned.

“That medic guy, Patches or whatever he was called. He popped my wings back into their joints and bandaged up where my skin tore. I won’t be winning any races, but... I can fly again.”

They slowly walked forwards and joined the group of ponies, looking at each other with understanding sorrow.

“Eyes front and centre, you inept mules,” one of the suited ponies shouted. After the previous display, no one challenged that order, and stared at the scaffolding, just as one of the doors opened.

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How, you ask, are they up to the task

To which the answer is in a simple facility

A few official looking Pegasi walked in on the scaffolding, and turned to look down on the group with disgust. One of them stood onto a small podium set up in the center, and began speaking loudly and clearly.

“By now, you’ve all clearly determined that you are not going into exile. There is no deportation. There never was. You are in The Factory. You will never leave The Factory. And while you may be called useless, that’s also not entirely true. You’re worthless to the flock as a Pony. But, you still have purpose! Purpose to all the ponies in this land, far and wide. You get to help us make rainbows! Beautiful, magical rainbows, doesn’t that excite you?” The mysterious announcer grinned ecstatically, taking in all the disgusted looks from every foal on the floor below him. “I thought so,” he chuckled. “It is just such an honor, you know, it leaves every pony entrusted with the task speechless too! Now, do we have any volunteers?”

Again, everypony below glared with hate. One brave pony, a light pink one from Levitating Acres, walked forward a few steps, then yelled.

“How could you ever get away with this? How could Celestia, or even Luna know about this and tolerate it? It’s slavery! It’s torture!”

“I think you’ll find it’s more than that,” a second official pony walked out the shadows and up to the podium. The pony was in a suit, and masked. The first pony walked off the podium and allowed the second to talk. Scootaloo noticed that it was the rose-eyed pony from before. She watched, more intently now. The voice was familiar.

“A thousand years ago, when Celestia banished Luna from Equestria and sent her to the moon, she

was charged with three tasks. She originally was in charge of raising the sun, and showering the land with rainbows. But, with the moon being an additional task, she had to hand down the responsibility of rainbows. Celestia entrusted the Pegasi of Cloudsdale to make the rainbows for her, from then on. For the first dozen years, we were given powerful unicorns to help create Spectra. Spectra is pure pigment, pure colour. Everything is full of Spectra, but you can't just harvest it. You can never separate colour from an object. So it was made artificially with magic." The masked pony never took her eyes off the brave pink one. "That is, until our top engineers made a breakthrough. They discovered an ingenious way to extract pigment, and it was so beautiful even a simple machine could do it. But it couldn't be done with just anything. The conditions had to be right."

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"What did those horrible people do," the pink pegasus screamed, growing angrier by the minute.

The mysterious pony whipped off her mask, unveiling more than her rose eyes. Her skin was a light cyan, and her mane was a gorgeous rainbow. Several of the fillies gasped; Scootaloo's knees weakened as it hit her. It was Rainbow Dash. Scootaloo's thoughts raced through her mind, and the room started spinning. It couldn't be. An evil twin, maybe. Perhaps some neglected sister. Rainbow Dash couldn't be this evil. She was her friend, her mentor... her only family, even if not by blood. How... How? How was all she could think.

"It had to be live ponies! Only in ponies, where magic and Spectra ran freely together!" Rainbow Dash threw her head back and laughed maniacally. "Only then could the Spectra be separated! And it was such a beautiful idea, such a wonderfully horrible idea. It worked so well; we could create exponentially more rainbows, of better quality with real Spectra. And it finally gave us a way to prevent Cloudsdale from being tainted by all those horrible pegasus which couldn't fly! Ahahahah!"

Scootaloo couldn't take it. While all the other ponies were exclaiming their disgust and fear, running and screaming for where they came in, backing off as suited ponies surrounded them and herded them back into the centre of the floor, Scootaloo couldn't take it any more.

"I THOUGHT YOU LOVED ME!" She wailed, cutting Rainbow Dash's laughter short.

"Huh?" She turned, and noticed the amber-orange pegasus.

"I thought you loved me! How could you do this to me? I thought you cared for me! After all the help... All my life, you've treated me like a little sister! And I treated you like my big sister! You were my big sister, to me! You were the only family I've ever had, and you knew it!" Tears were pouring down her face now, obscuring her vision again. Her throat hurt from the crying and shouting, but she couldn't stop. "After... after everything... you're just going to let me die? I tried so hard, for you..."

She stared at the floor for a moment. Everyone was silent. Then Scootaloo looked up slowly, and while she couldn't see for the sadness in her eyes, she looked straight at Rainbow Dash. Straight

into those rosy eyes, past them, and deep into Rainbow Dash herself.

"I thought... you loved me."

Rainbow Dash returned the look. Her eyes revealed no emotion, no love, no care, only apathy. Slowly, however, they glared at Scootaloo. Pure, seething hate erupted from Rainbow Dash's mouth, as she screamed in return.

"I DID LOVE YOU! I tried so hard for you! I taught you everything I knew, in hopes you would pass your test! You had it in you kid! I knew... I knew what they did here. Ever since I performed that Sonic Rainboom, and they approached me... They wanted to find more ways to make Spectrum.

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They thought that, if I was capable of making rainbows, I could help them make its components. Well, they couldn't. But I learned a lot about this place. I'm the manager here now, you know? I worked my way up, in secret, pretending to only be simple weather control. How do you think I could afford that massive house over Ponyville? How do you..."

She trailed, shaking her head, remembering her anger suddenly.

"I tried, alright! It was up to you to save yourself! You didn't just fail yourself. You didn't just fail Cloudsdale. You failed me! You failed me! And that's the worst thing you could have done. You aren't just dead to Cloudsdale, now. You're dead to me."

The room tilted as Scootaloo tried to comprehend what she was told. Her mind broke, as she was totally unable to focus on anything. She stumbled slightly, until Orion held open a wing, and she clung to it for stability. Rainbow Dash noticed this, and pointed and yelled with more fury.

"You can't have happiness. You ruined me. Now I'll ruin you. Workers! The brown one, there! Him first!"

"No!" Scootaloo, Aurora and Orion all jumped. Suited ponies cornered Orion, pushing the other two to the side. He tried to leap out of the way, to run, but one of the stallions spun around and kicked at him. The hoof connected to his shoulder, and Orion collapsed with a shout.

"Get back," more Suits yelled at Aurora and Scootaloo as they dragged the whimpering Orion to the front of the room. The giant machine at the back started humming to life, and the assembly of chains lifted off the top and moved towards the floor. Everyone noticed they were shackles now, and the Suits clasped Orion into them. Braving a look up, he turned to Scootaloo.

"Don't worry, Scoots. I love you. Goodbye."

"...Goodbye, Orion," Scootaloo gasped. "I... I love you too."

With that, the chains pulled tight and lifted the brown Pegasus all the way up to the gears. The chains grew taut, and stretched each of Orion's limbs straight up and down.

"We find the machine works better if the ribs are broken," Rainbow Dash explained apathetically, as the chains spun around, in opposite directions, twisting Orion. His screams almost covered the echoing 'pop's and shattering noises. One or two jagged bones tore through his side, and his yells faded to a slow, quiet rattle of breath. The chains untwisted, and then the shackles opened, dropping the shattered pony into the single opening.

With horror, Scootaloo watched. Her brain, overcome with what was happening, detached from all emotion. She noticed that the top of the machine wasn't rusty. It was blood. Blood, just like what

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was being tossed up from the mangled remains of Orion, as the rest of his body was swallowed into the great machine, finishing with one lone hoof directed straight up, and then nothing was left.

As the hoses over the Green and Red vats of Spectrum started spewing their brilliant colours, Scootaloo's vision started to fade, and the last thing she noticed was Aurora's concerned, broken voice saying her name as Scootaloo flopped to the side.

In the Rainbow Factory, where your fears and horrors come true

In the Rainbow Factory, where not a single soul gets through

"Scootaloo. Get up. Get up, now, hurry, Scootaloo. Wake up! Wake up!"

Scootaloo shook her head, briefly wondering where she was and what was happening. In a flash, it all came back, and she jumped to her feet. Aurora was shaking her, fright encasing her face. The Suits were starting to approach the two now, tasers and shackles up and ready.

"Scootaloo! They're coming for us! What do we do?"

Scootaloo looked for an opening. All the doors were blocked, except for one. On the scaffolding. The suited ponies were slowly approaching, not rushing in order to prevent the fillies from freaking out. Fear was their tool. Scootaloo spun around, looking for an exit. There was only one, she realized.

"I have a plan," she whispered to Aurora.

"What's that?"

“Clear, Fly, Fall, Complete.”

Aurora nodded in understanding, her eyes widening. She repeated, louder now, so the other frightened fillies could hear.

“Clear, Fly, Fall, Complete. Got it.”

“One,” Scootaloo started counting.

“Two,” Aurora squeaked, as she backed into Scootaloo. The Suits were mere feet away now.

“THREE!” A collective shout reverberated around the room, as every filly that could actually fly took off. The suited ponies gasped and fell back, unsure of where to go. There was too much confusion.

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A few of the faster thinking ones took off as well, tasers at the ready, aiming at the closest pegasus they could take.

“Step one,” Scootaloo screamed. “CLEAR!”

With her command, the ‘failures’ started targeting the dark ponies in droves. Hooves connected with heads, and while some of the students fell lifeless to the floor, the majority of casualties were the suited ponies. Scootaloo and Aurora landed on the scaffolding, right by the door, and reached to open it.

It was locked.

“Oh god, what do we do now?” Aurora cried.

“We’re still on Clear!” She shouted, turning around and bucking the door. Aurora followed her, focusing the brunt of her blows on the part of the wall where the latch would be. Rainbow Dash, on the other side of the scaffolding, recovered from her initial shock of the rebellion, and noticed Scootaloo pounding on the door.

“Kill her,” She screamed at the other important looking ponies. “Kill her!” She started to gallop towards the fillies, forgetting her wings momentarily. Scootaloo closed her eyes, pounding harder and harder on the door. It started to creak and splinter.

Any second now, she thought, Rainbow Dash will get here. It’s over. I’m doomed. She would have cried, but there were no more tears left. But nothing came. The door started to split from it’s frame, now, leaning inward. It wouldn’t be long until it was open. She opened her clenched eyes, peeking up at the scaffolding.

All the remaining ponies were there, pressing together, holding the enraged blue Pegasus and her cronies back. They wouldn't last long, however- even as Scootaloo watched, twitching and yelping ponies were falling to the floor below, some even landing in the great maw of the Spectra machine. The pink pony from Levitating Acres was there, and she turned to Scootaloo and Aurora, just as the door blew back into the hall behind.

"Fly," The pink pony demanded with pain in her voice. She opened her mouth to speak again, but was cut short as the pile of Pegasus blew apart, with Rainbow Dash standing enraged in the opening. She was on her two back hooves, her front two rolling in the air. A small gash down her side leaked red, and her multicoloured mane was torn in a patch. An unearthly howl passed her lips, and her rose eyes were drained of any sanity that was left.

"C'mon Aurora," Scootaloo pleaded as she spun around. "We've got to fly if we're going to live."

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"I... I can't. This is too much. I haven't healed." Aurora looked at Scootaloo with wide, open eyes. "You go, Scootaloo. Tell everyone what happens here. Let them know." She glanced back at the wall of students, almost bare now, as Rainbow Dash's bloodlust tore them to pieces. Her blue coat was now glistening crimson, almost dripping as she ignored the need for live ponies. There would be more. Cloudsdale could take a small shortage of rainbows. In another few months, there would be more classes. More failures. But for now, all she knew is that Scootaloo had to die, violently if possible.

Decades of working for the Rainbow Factory had fractured her. She was the only one allowed out in public, and keeping the horrible secret with her since childhood had only lead to psychological problems that no amount of therapy could cure. Scootaloo was her last link on sanity, and her failure had deleted that. There was no logic in her mind any more. No care, no capacity for compassion. Only hate. Pure, concentrated and evil hatred filled the gap her love for Scootaloo had once occupied. Rainbow Dash was no more; only this monster remained.

"I hardly knew you, Aurora," Scootaloo cooed softly into the yellow pegasus beside her. "I'm sorry I never knew you until all this. I'm sorry we had to meet like this, and I'm sorry we have to part like this." She sniffed. She had found more tears.

"Any meeting of a friend is a welcome meeting," Aurora reassured Scootaloo. "Now, you heard the other pony. Fly, Scootaloo. Fly. Goodbye."

"...Goodbye, Aurora." With that, Scootaloo, levitated and spun around, looked into the yellow pony's eyes one last time, and launched down the cramped corridor. She had no idea where she was going, but any chance at freedom was one she had to take.

Aurora blinked a couple times, standing in front of the door. Rainbow Dash would have at least one obstacle in her way to Scootaloo. The blue Pony tossed the last of the other students over the scaffolding, and slowly walked towards Aurora.

“How cute. You think that you, a useless, broken pile of manure could possibly stand in my way? You really make me laugh! None of you can compete with the awesome power I have!”

“Love can overcome all evils in this world!” Aurora straightened herself in rebellion as Rainbow Dash stopped in front of her. Aurora stayed in front of Dash, barring her entry down the corridor beyond.

“Well, then, bitch. Let’s see if love will overcome this one.”

And with that, Rainbow Dash grabbed one of Aurora’s bandaged wings and pulled, tearing it off of her completely. Aurora collapsed on to her knees, grinding her teeth in horrible pain. But she didn’t scream. She wouldn’t give in to Rainbow Dash. Rainbow grabbed her other wing, and dragged her

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kicking and moaning down to the centre of the scaffolding. She lifted Aurora up by the wing, laughing quietly to herself as the look of intense agony appeared on Aurora’s face. Rainbow Dash took to the air, bringing the squirming yellow and green pony with her, over top of the machine. With a squeak of evil laughter, she jerked at the wing in her hoof. It, too, disconnected from the now convulsing pegasus, and Aurora fell. She landed head first.

The door on the scaffolding closed with a gust of wind, just as the machine began pumping out the brightest greens and yellows it had ever produced. And there was no one around to see it.

Scootaloo glanced backwards momentarily, her heart pounding. The noise of the constant thump thump thump drowned out any other sound in her head, her ears throbbing along with it. The corridor was just like the one that lead to the theater room, cramped, with dozens of obstacles jutting out at random intervals. Straight behind her, maybe 500 metres now, the bloody mare that used to be Rainbow Dash was cruising along herself. Both pegasi were completely straight, hooves forward, wings beating at an impossible count, one trying to escape, the other to capture. Scootaloo looked forward again, focusing on what lie ahead of her.

That’s all that matters, she thought. What’s ahead of me. There’s no changing what’s behind me. Ignore it. Focus.

For the second time in as many days, a flood of instinct overtook Scootaloo, and despite the terror she felt in her body, the sorrow that had surrounded her, and the evil behind her, her worries melted away and the thought of flying encased her very being. Down under wires and pipes she ducked, up

and around various workers whose complaints and shouts were ignored, only to be repeated momentarily as the raging pony behind collided with them.

Her body doing the flying, Scootaloo's thoughts turned to escape opportunities. She whipped around sharp corners at impossible speeds, zipped up and down countless sets of stairs, trying to shake her murderous tail, but to no avail. She contemplated every nook and cranny she passed, briefly considering hiding. She struck that idea down; as insane as Rainbow Dash may be, she was still too smart to overlook any possible spot Scootaloo may be.

But there, ahead of her, Scootaloo thought she found a solution. A garbage vent of some kind, sticking out from the wall, down to the floor below. Momentarily she gave thought to where it may lead, whether out of the factory or into some incinerator she couldn't tell, but it was probably worth the risk. She snuck one last glance behind her to make sure the unstable mare was far away enough. Rainbow Dash was paying no attention to any hazard as she sought her prey, tearing through electrical wires and ricocheting off heated pipes, going through any obstacle rather than

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around it to save time, but the collisions had slowed her down enough to give Scootaloo a chance. She slammed to a sudden halt over the open vent, hoping for her life.

"Fall," she muttered, closing her eyes and her wings, resisting the urge to start flapping immediately. She counted silently to herself as shadows rushed past her closed eyes, hoping for the best of where this vent lead. One, Two, Three. She opened her eyes and her wings, and looked up, hovering.

Rainbow Dash was up above, looking down into the vent. Her eyes were buggy and twitched, her hooves pounded on the edge of the vent. She was too large to follow, the filly having barely made it in herself. But then, the anger in her face vanished, only to be replaced by a malicious grin. She started laughing again, the cackle echoing down the vent and reverberating in Scootaloo's mind.

"You moron! You never did have a good sense of direction!" She teased, laughing again.

Scootaloo finally looked down, getting her bearings. "Oh, no," she squealed.

She was in the theater room again. Only, by now, it was full of suited ponies, circling her, their masked faces seemed to be grinning at her as Rainbow Dash shouted orders down the vent.

"Don't let her die! I must do it! Subdue her! Catch her!" She whinnied in glorious victory as the Suits shocked Scootaloo with a taser and, as her limp body began to fall from the air, caught her and brought her to the floor. Scootaloo blacked out momentarily as the electricity passed through her, but she came to lying on the cold cloud floor, metal shackles preventing her from moving. She

struggled to get free.

She could hardly shake.

The chains lifted her slightly, bringing her small body eye to eye with a pegasus in front of her. The pony was a deep, blood red, glistening in the artificial light of The Factory. Her mane had small spots of glorious colours of the rainbow, but was mostly the same red colour as her coat of fur. Chunks of skin were missing from small spots, and her hair was ripped in some places, bald patches of skin in others. The only clue Scootaloo had as to who this used to be were the rose iris' focused on her.

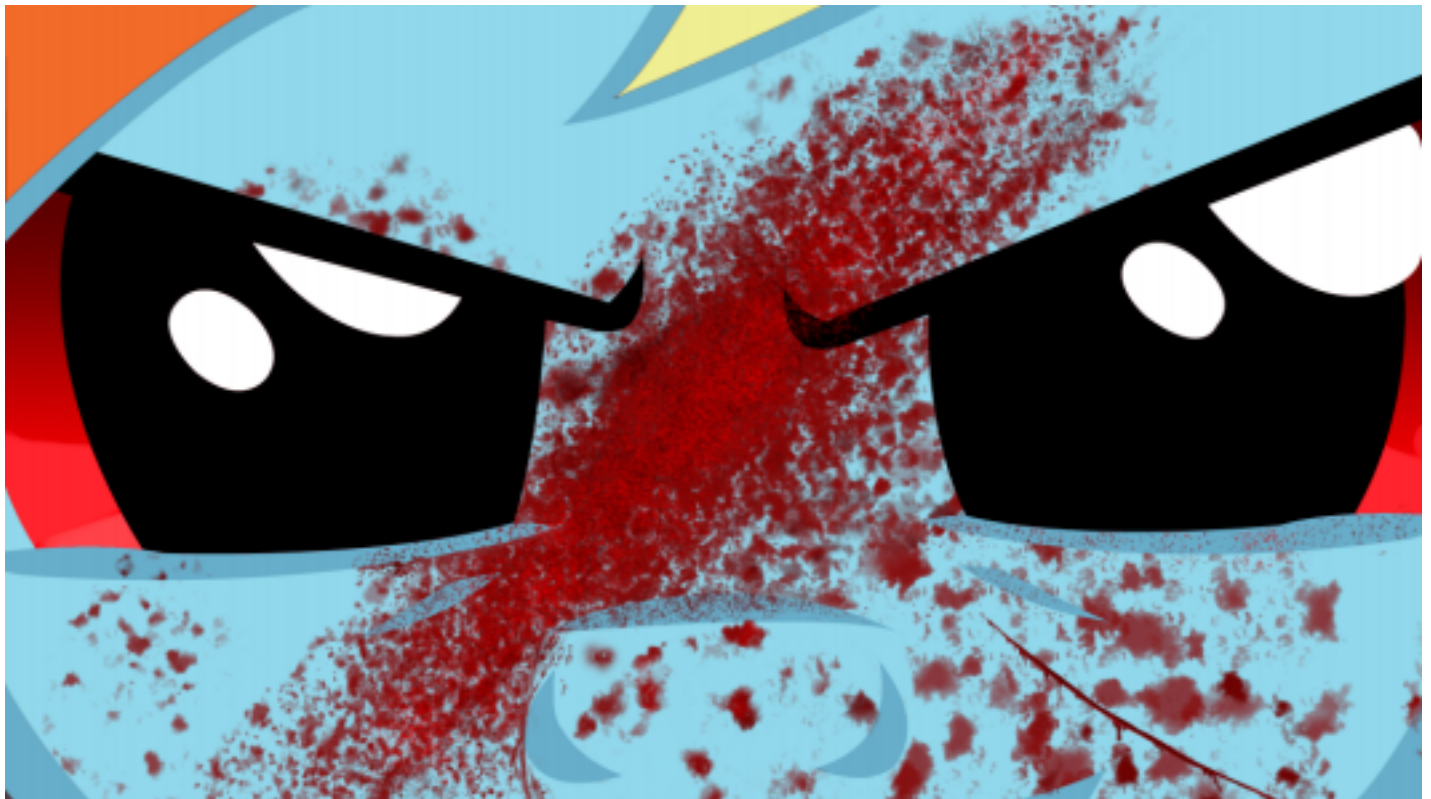
“Any final words, you miserable worthless whore of a foal?”

Scootaloo brought her chin high, still demanding even the tiniest fraction of dignity.

“You have beautiful eyes,” she cooed, soft, yet clearly.

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